



Union Tank Car Company

225 West Washington Street
Chicago, Illinois 60606
312/372-9500

CERTIFIED MAIL -
RETURN RECEIPT REQUESTED

January 30, 1995

RECORDATION NO. 7738-X

Interstate Commerce Commission
12th St. & Constitution Ave., N.W.
Washington, DC 20423

FEB 6 - 1995 - 3 45 PM

INTERSTATE COMMERCE COMMISSION

Attn: Ms. Janice M. Fort
Room 2311

Re: Equipment Trust Agreement (Series 11)
Recordation No. 7738
Termination of Trust Agreement

Dear Ms. Fort:

Enclosed are one original and two certified copies of the Termination of Trust Agreement dated as of December 15, 1994, between Union Tank Car Company and First Trust New York, as successor to Morgan Guaranty Trust Co., as Trustee. Also enclosed are one original and two certified copies of a Bill of Sale from the Trustee to Union Tank Car Company.

Please file both of these documents as supplements to the filing referred to above. Enclosed is our check in the amount of \$42 for the filing fee. Please return the certified copies of each of the documents, stamped to show the filing, to me.

If you have any questions, please call me at (312) 845-5457.

Thank you.

Sincerely,

Jean Fowler
Jean Fowler
Legal Assistant

jf/
encls.

UTC4066A

RECORDATION NO. 7738-Y FILED 1425

FEB 6 1995 - 3 45 PM

INTERSTATE COMMERCE COMMISSION



A MEMBER OF THE MARMON GROUP OF COMPANIES



Interstate Commerce Commission
Washington, D.C. 20423-0001

2/7/95

Office Of The Secretary

Jean Fowler-Legal Assistant
Union Tank Car Company
225 West Washington Street
Chicago, Illinois 60606

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 2/6/95 at 3:45PM, and assigned recordation number(s). 7738-W and 7738-Y.

Sincerely yours,

Vernon A. Williams
Secretary

Enclosure(s)

(0100517073)

\$ 42.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature

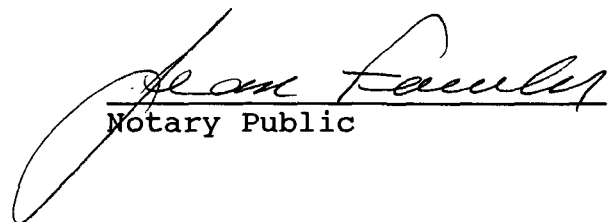
7738-X

STATE OF ILLINOIS)
COUNTY OF COOK)

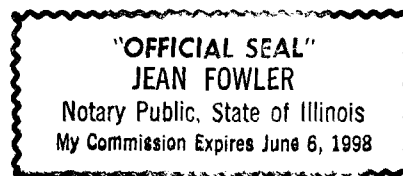
CERTIFICATE

The undersigned, Jean Fowler, a Notary Public in and for said County and State, hereby states that she has compared the attached copy of the Termination of Trust Agreement dated as of December 15, 1994, with the original document thereof, and hereby certifies that such attached copy is a true and correct copy of the original document in all respects.

In Witness Whereof, the undersigned has set her hand and seal this 23rd day of January, 1995.


Notary Public

4066a



7738-X

TERMINATION OF TRUST AGREEMENT

This Termination of Trust Agreement is entered into as of December 15, 1994, by and between UNION TANK CAR COMPANY, a Delaware corporation ("Company"), and FIRST TRUST NEW YORK, as successor to Morgan Guaranty Trust Co. ("Trustee").

Recitals

A. Company and Trustee entered into an Equipment Trust Agreement ("Trust Agreement") dated as of December 15, 1974, providing, among other things, for the issuance of Company's Equipment Trust Certificates (Series 11) in the aggregate principal amount of \$40,000,000 and for the lease of certain equipment ("Trust Equipment") by Trustee to Company.

B. All of the payments due under the Trust Agreement have been made by Company on a timely basis. Pursuant to Section 5.01 of the Trust Agreement, the lease of the Trust Equipment has terminated.

C. Pursuant to Section 5.05 of the Trust Agreement, upon the termination of the lease of the Trust Equipment under the Trust Agreement and upon the making by Company of the payments referred to in Recital B above, title to the Trust Equipment shall vest in Company and Trustee is to execute such instruments as Company may reasonably request in order to make clear that Company has title to the Trust Equipment.


D. The parties wish to execute both this document and a Bill of Sale in order to document the termination of the Trust Agreement and to make clear that title to the Trust Equipment is now vested in the Company.

Agreement


The Company and Trustee hereby agree, pursuant to Sections 5.01 and 5.05 of the Trust Agreement, that (i) the lease provided for in the Trust Agreement was terminated effective as of December 15, 1994, and (ii) title to all Trust Equipment remaining subject to the Trust Agreement, including all that equipment listed on Schedule A attached hereto, was vested and did vest in Company effective as of December 15, 1994.

Company and Trustee have caused this Termination of Trust Agreement to be duly executed by their respective officers as of the date first shown above.

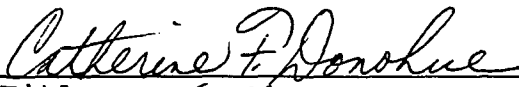
UNION TANK CAR COMPANY

By: 
R. C. Gluth
Executive Vice President

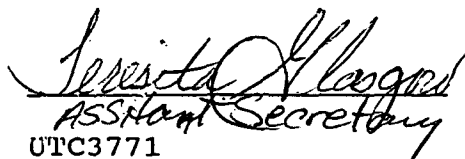
Attest:


Robert W. Webb
Secretary

FIRST TRUST NEW YORK,
as successor to
Morgan Guaranty Trust Co.

By: 
Title: VICE PRESIDENT

Attest:


ASSISTANT SECRETARY
UTC3771

STATE OF ILLINOIS)

) SS

COUNTY OF COOK)

On January 6, 1995, before me personally came R. C. Gluth, to me known, who, being by me duly sworn, did depose and say that he is Executive Vice President of Union Tank Car Company, one of the corporations described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation; and that he signed his name thereto by like order.

Notary Public

STATE OF NEW YORK)

SS

COUNTY OF New York

"OFFICIAL SEAL"
JEAN FOWLER
Notary Public, State of Illinois
My Commission Expires June 6, 1998

On January 19, 1995, before me personally came Catherine Donohue to me known, who, being by me duly sworn, did depose and say that he is Vice President of First Trust New York, one of the corporations described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation; and that he signed his name thereto by like order.

Notary Public

THOMAS J. COURTNEY
Notary Public, State of New York
No. 24-4996233
Qualified in Kings County
Commission Expires May 11, 1996

PROGRAM ACTB1021

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT
SCHEDULE A - DESCRIPTION OF EQUIPMENT TRUST

RUN DATE: 12/15/94

PAGE NO : 1

CERTIFICATE TRUST SERIES: R011

QUANTITY -----	A.A.R. MECHANICAL DESIG. CODE -----	CAPACITY IN GALLONS -----	ROAD NUMBERS -----
5	COVE	2,900	UNPX120514-UNPX120518
100	COVE	4,750	UNPX44812-UNPX44813,UNPX44817,UNPX121273- UNPX121289,UNPX121291-UNPX121309,UNPX121311- UNPX121368,UNPX121370-UNPX121372
132	C214	5,800	UTCX46521-UTCX46571,UTCX46573-UTCX46612, UTCX46636-UTCX46639,UTCX46673-UTCX46680, UTCX46682-UTCX46691,UTCX46693-UTCX46711
3	FCS	50	DTS 6066-DTS 6068
11	LOC	5,701	UTCX57514-UTCX57524
3	TA	10,000	UTLX85916,UTLX85919-UTLX85920
12	TA	12,000	TCDX11050-TCDX11061
1	TA	13,000	UTLX11193
15	TA	13,500	UTLX14179-UTLX14181,UTLX14183-UTLX14191, UTLX14193-UTLX14195
69	TA	13,700	UTLX12955-UTLX12956,UTLX12959-UTLX12961, UTLX12963-UTLX12972,UTLX14196-UTLX14211, UTLX14221-UTLX14224,UTLX14226-UTLX14239, UTLX14351-UTLX14352,UTLX14354-UTLX14357, UTLX14364,UTLX14368,UTLX14371,UTLX14837- UTLX14838,UTLX14841,UTLX14866,UTLX14872, UTLX14875-UTLX14876,UTLX14879-UTLX14880, UTLX14898-UTLX14899
13	TA	14,000	UTLX14400,UTLX14402,UTLX14405,UTLX14407- UTLX14408,UTLX14423,UTLX14432-UTLX14433, UTLX14439,UTLX14447,UTLX14450,UTLX14505, UTLX14507
2	TA	20,000	RTCX27301,RTCX27303
2	TA	21,000	UTLX85854-UTLX85855
2	TA	24,000	UTLX4457-UTLX4458
32	TM	13,300	UTLX72952-UTLX72954,UTLX72957,UTLX72961- UTLX72963,UTLX72966-UTLX72967,UTLX72970- UTLX72973,UTLX72976-UTLX72981,UTLX72983, UTLX72986-UTLX72989,UTLX72991-UTLX72998

PROGRAM ACTB1021

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT
SCHEDULE A - DESCRIPTION OF EQUIPMENT TRUSTRUN DATE: 12/15/94
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CERTIFICATE TRUST SERIES: R011

QUANTITY	A.A.R. MECHANICAL DESIG. CODE	CAPACITY IN GALLONS	ROAD NUMBERS
26	TM	13,500	UTLX75779,UTLX75781-UTLX75782,UTLX75784- UTLX75787,UTLX75789-UTLX75790,UTLX76381, UTLX76404,UTLX76419,UTLX76425-UTLX76426, UTLX76430,UTLX76434,UTLX76437,UTLX76440, UTLX76454,UTLX76460,UTLX76463,UTLX76479- UTLX76481,UTLX76490,UTLX76499
27	TM	14,600	UTLX14520,UTLX14522,UTLX14583,UTLX14587, UTLX14590-UTLX14591,UTLX14597,UTLX14606, UTLX14622,UTLX14626,UTLX14674,UTLX14679- UTLX14694,
10	TM	14,700	UTLX13862,UTLX13881,UTLX13899,UTLX13936- UTLX13937,UTLX13946-UTLX13947,UTLX13962, UTLX13977-UTLX13978
154	TM	16,000	UTLX25256-UTLX25265,UTLX25267-UTLX25283, UTLX25285-UTLX25303,UTLX25305-UTLX25321, UTLX25323-UTLX25324,UTLX25345-UTLX25365, UTLX71583-UTLX71591,UTLX71594-UTLX71605, UTLX71607,UTLX71609-UTLX71618,UTLX71620- UTLX71623,UTLX71625-UTLX71630,UTLX76957, UTLX76959,UTLX76963,UTLX76966-UTLX76968, UTLX76975,UTLX76994,UTLX76996,UTLX77000, UTLX77005,UTLX77014,UTLX77017,UTLX77020, UTLX77024-UTLX77025,UTLX77028,UTLX77032, UTLX77039,UTLX77043-UTLX77046,UTLX77053, UTLX77056-UTLX77057
3	TM	16,100	RTCX16000-RTCX16002
65	TM	17,000	UTLX74500-UTLX74508,UTLX74510-UTLX74513, UTLX74515-UTLX74528,UTLX74530-UTLX74540, UTLX74542,UTLX74544-UTLX74552,UTLX75841- UTLX75843,UTLX75845-UTLX75849,UTLX75856, UTLX78518,UTLX78601,UTLX78627,UTLX78632- UTLX78633,UTLX78635,UTLX78700,UTLX78702
58	TM	17,400	UTLX74553-UTLX74559,UTLX74561-UTLX74564, UTLX74566-UTLX74571,UTLX74573-UTLX74578, UTLX74580-UTLX74583,UTLX74596,UTLX74650, UTLX74674,UTLX74681-UTLX74682,UTLX74690, UTLX74836-UTLX74837,UTLX74839-UTLX74840, UTLX76011,UTLX76019,UTLX76030,UTLX76039, UTLX76043,UTLX76051,UTLX76108,UTLX76850, UTLX76859,UTLX76863,UTLX76887-UTLX76888, UTLX76891,UTLX76904,UTLX76907,UTLX76911,

PROGRAM ACTB1021

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT
SCHEDULE A - DESCRIPTION OF EQUIPMENT TRUST

RUN DATE: 12/15/94

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CERTIFICATE TRUST SERIES: R011

QUANTITY -----	A.A.R. MECHANICAL DESIG. CODE -----	CAPACITY IN GALLONS -----	ROAD NUMBERS -----
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239	TM	20,000	UTLX948-UTLX954,UTLX1122-UTLX1124, UTLX41970-UTLX41974,UTLX41976-UTLX41982, UTLX46160,UTLX46173,UTLX46226,UTLX46232, UTLX46237,UTLX46240,UTLX46242,UTLX46250, UTLX46256,UTLX46273,UTLX46285,UTLX46289, UTLX46292,UTLX46298-UTLX46308,UTLX46370- UTLX46380,UTLX46382-UTLX46387,UTLX46389, UTLX46391-UTLX46409,UTLX46411-UTLX46419, UTLX46451-UTLX46452,UTLX46626-UTLX46649, UTLX46651-UTLX46654,UTLX46656-UTLX46657, UTLX46858-UTLX46859,UTLX46861,UTLX48071- UTLX48072,UTLX48075,UTLX48082,UTLX48086- UTLX48091,UTLX57963-UTLX57967,UTLX57978- UTLX57979,UTLX57981-UTLX57989,UTLX58069- UTLX58078,UTLX58220,UTLX58222-UTLX58223, UTLX58226,UTLX58337,UTLX58365-UTLX58368, UTLX58370,UTLX58373,UTLX58375,UTLX58379- UTLX58380,UTLX58382-UTLX58385,UTLX58387- UTLX58391,UTLX67669,UTLX71988-UTLX71999, UTLX72717-UTLX72730,UTLX72732-UTLX72747, UTLX77201-UTLX77202,UTLX77204,UTLX77206, UTLX77209,UTLX77211,UTLX77214-UTLX77216, UTLX77219
16	TM	21,000	RTCX21014-RTCX21022,RTCX27321-RTCX27325, RTCX27328,RTCX27338
53	TM	23,000	UTLX58279,UTLX58283,UTLX58289,UTLX72894- UTLX72902,UTLX72904-UTLX72916,UTLX72918- UTLX72919,UTLX72921-UTLX72923,UTLX72932- UTLX72933,UTLX75511,UTLX75530,UTLX75597, UTLX75794-UTLX75795,UTLX75807,UTLX75838- UTLX75840,UTLX78397,UTLX78464,UTLX78475, UTLX78480,UTLX78656,UTLX78673,UTLX78692, UTLX79109,UTLX79297,UTLX79327,UTLX79880, UTLX79997
363	TM	23,500	UTLX72748,UTLX72751-UTLX72752,UTLX72755- UTLX72761,UTLX72763-UTLX72768,UTLX72770- UTLX72772,UTLX72774-UTLX72792,UTLX72854- UTLX72855,UTLX72857-UTLX72860,UTLX72862- UTLX72872,UTLX72874-UTLX72875,UTLX72877- UTLX72881,UTLX72883-UTLX72884,UTLX74007, UTLX74020,UTLX74024,UTLX74032-UTLX74033, UTLX74047,UTLX74054,UTLX74057-UTLX74058,

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UNION TANK CAR COMPANY - TREASURERS DEPARTMENT
SCHEDULE A - DESCRIPTION OF EQUIPMENT TRUSTRUN DATE: 12/15/94
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CERTIFICATE TRUST SERIES: R011

QUANTITY	A.A.R. MECHANICAL DESIG. CODE	CAPACITY IN GALLONS	ROAD NUMBERS
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115	TM	26,000	UTLX46702-UTLX46741,UTLX46864-UTLX46868, UTLX58237-UTLX58243,UTLX58245-UTLX58255, UTLX58257-UTLX58265,UTLX58304,UTLX58312- UTLX58324,UTLX58327-UTLX58329,UTLX58331- UTLX58333,UTLX58344-UTLX58357,UTLX58359- UTLX58363,UTLX58451,UTLX58453-UTLX58454, UTLX58456
41	TM	29,200	UTLX40789-UTLX40796,UTLX40803-UTLX40812, UTLX40814,UTLX40828-UTLX40842,UTLX40859- UTLX40862,UTLX40864,UTLX40937-UTLX40938
66	TM	30,000	UTLX999,UTLX46684-UTLX46695,UTLX46697-

PROGRAM ACTB1021

UNION TANK CAR COMPANY - TREASURERS DEPARTMENT
SCHEDULE A - DESCRIPTION OF EQUIPMENT TRUST

RUN DATE: 12/15/94

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CERTIFICATE TRUST SERIES: R011

QUANTITY -----	A.A.R. MECHANICAL DESIG. CODE -----	CAPACITY IN GALLONS -----	ROAD NUMBERS -----
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1	TMI	20,000	BAYX1003
76	TMI	22,800	UTLX73502,UTLX73505,UTLX73510-UTLX73511, UTLX73519,UTLX73525,UTLX73533,UTLX73536, UTLX73539-UTLX73540,UTLX73542,UTLX73546, UTLX73553,UTLX73557,UTLX73560,UTLX73563, UTLX73565,UTLX73569,UTLX73576,UTLX73584, UTLX73594,UTLX73597,UTLX73605,UTLX73607, UTLX73611,UTLX73614,UTLX73617,UTLX73619- UTLX73621,UTLX73628,UTLX73632,UTLX73636, UTLX73642,UTLX73648-UTLX73649,UTLX73653, UTLX73656,UTLX73658,UTLX73675,UTLX73678, UTLX73685,UTLX73758-UTLX73778,UTLX73785- UTLX73787,UTLX73789,UTLX73810-UTLX73811, UTLX73814,UTLX73816-UTLX73821
23	TP	17,000	UTLX28310,UTLX28312-UTLX28315,UTLX28317, UTLX28319-UTLX28327,UTLX28329-UTLX28335, UTLX28337
85	TP	17,300	UTLX28016-UTLX28018,UTLX28020,UTLX28022, UTLX28028,UTLX28085,UTLX28088,UTLX28090, UTLX28101,UTLX28108,UTLX28114,UTLX28124, UTLX28126,UTLX28133,UTLX28146,UTLX28156, UTLX28240,UTLX28280,UTLX28294,UTLX28303, UTLX28311,UTLX28336,UTLX28338-UTLX28343, UTLX28345-UTLX28355,UTLX28357-UTLX28358, UTLX28360-UTLX28376,UTLX28378-UTLX28384, UTLX28386-UTLX28397,UTLX28675-UTLX28676, UTLX28678,UTLX28680-UTLX28681,UTLX28683- UTLX28684
6	TP	25,000	UTLX26000,UTLX26002-UTLX26006
51	TP	33,800	UTLX29027,UTLX29338,UTLX29342,UTLX29356- UTLX29358,UTLX29385,UTLX29392,UTLX29444, UTLX29497,UTLX29688-UTLX29690,UTLX29697- UTLX29709,UTLX29711-UTLX29721,UTLX29723- UTLX29732,UTLX29734-UTLX29735,UTLX29737- UTLX29738
1	T054	14,000	UTLX125003
2	T565	20,000	UTLX900109-UTLX900110
2	T907	25,000	UTLX900549-UTLX900550

1,885 TOTAL